

No. N00064683

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

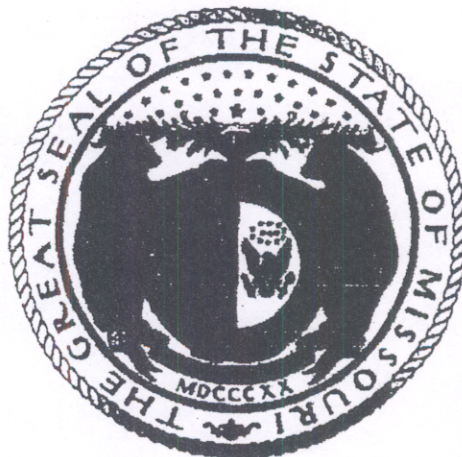
MISSOURI NONPROFIT

WHEREAS, duplicate originals of Articles of Incorporation of
COMMUNITY PARTNERSHIP HEALTH FOUNDATION OF LAFAYETTE COUNTY

have been received and filed in the office of the Secretary of
State, which Articles, in all respects, comply with the
requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, Secretary of State
of the State of Missouri, by virtue of the authority vested in
me by law, do hereby certify and declare this entity a body
corporate, duly organized this date and that it is entitled to
all rights and privileges granted corporations organized under
the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
9th day of AUGUST, 2000.



Rebecca McDowell Cook
Secretary of State

\$25.00

Secretary of State

AUG 09 2000

STATE OF MISSOURI
Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

Rebecca McDowell Cook
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF A NONPROFIT CORPORATION
(To be submitted in duplicate with a filing fee of \$25)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Nonprofit Corporation Law of Missouri adopt the following Articles of Incorporation:

- (1) The name of the corporation is Community Partnership Health Foundation of Lafayette County.
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual ("Perpetual" unless stated otherwise).
- (4) The name and address of the Registered Agent and Registered Office in Missouri is: Judith A. Vogelsmeier, 2304 East Meyer Boulevard, Suite A-10, Kansas City, Missouri 64132.
- (5) The name(s) and address(es) of the incorporator:

Mark H. Gilgus
2800 Commerce Tower
911 Main Street
Kansas City, Missouri 64105
- (6) Does the Corporation have members? YES X NO
- (7) The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws and, in no event, shall the number of directors of the Corporation be less than three (3).
- (8) Each member of the Corporation shall be a "qualified organization" as described in paragraph 9 herein. The Board of Directors of the Corporation shall be elected by the members for the terms and in such manner as provided for in the Bylaws.
- (9) The purpose or purposes for which the Corporation is organized are:

The Corporation is organized and shall be operated exclusively for charitable, scientific, educational or religious purposes by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of, one or more qualified organizations described herein (such organization or organizations shall hereafter be referred to as the "qualified organization"). The qualified organization shall be a publicly-supported organization whose purposes include provision or delivery of primary health services within Lafayette County, Missouri (hereinafter the "Publicly-Supported Organization"). An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986 (or corresponding provisions of

any future United States Internal Revenue Law) (hereinafter the "Code"). If any Publicly-Supported Organization that is supported by the Corporation ceases to be a qualified organization, such Publicly-Supported Organization shall no longer be a member of the Corporation and shall no longer be entitled to receive support from the Corporation. If the Publicly-Supported Organization which controls the Corporation ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. The purposes of the Corporation shall include, among others, the receiving of contributions and making of distributions to qualified organizations, and particularly the following specific charitable, scientific, educational and religious purposes and objects, to wit:

- (a) the solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;
- (b) fund raising of any and all types including the sponsorship of special events and activities of every kind;
- (c) financial assistance, sponsorship, operation, or funding of projects and programs to support or to enhance the provision or delivery of primary health services for the area in and around Lafayette County, Missouri (the "Service Area");
- (d) financial assistance, sponsorship, operation or funding of projects and programs to address the primary health care needs of the Service Area which shall include, but not be limited to the acquisition of real and personal property, facilities or equipment;
- (e) the conduct and sponsorship of public education health care awareness programs in the Service Area; and
- (f) financial assistance, sponsorship and encouragement of individuals pursuing an education in health care careers and other health care programs who desire to perform health care services within the Service Area.

The initial qualified organization supported by the Corporation and the initial member of the Corporation shall be Health Midwest Development Group d/b/a Lafayette Regional Health Center which is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code.

- (10) It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall have all the powers conferred by the General Not For Profit Corporation Law of the State of Missouri, except that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as a Corporation which is exempt from federal

any future United States Internal Revenue Law) (hereinafter the "Code"). If any Publicly-Supported Organization that is supported by the Corporation ceases to be a qualified organization, such Publicly-Supported Organization shall no longer be a member of the Corporation and shall no longer be entitled to receive support from the Corporation. If the Publicly-Supported Organization which controls the Corporation ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. The purposes of the Corporation shall include, among others, the receiving of contributions and making of distributions to qualified organizations, and particularly the following specific charitable, scientific, educational and religious purposes and objects, to wit:

- (a) the solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;
- (b) fund raising of any and all types including the sponsorship of special events and activities of every kind;
- (c) financial assistance, sponsorship, operation, or funding of projects and programs to support or to enhance the provision or delivery of primary health services for the area in and around Lafayette County, Missouri (the "Service Area");
- (d) financial assistance, sponsorship, operation or funding of projects and programs to address the primary health care needs of the Service Area which shall include, but not be limited to the acquisition of real and personal property, facilities or equipment;
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- (11) Notwithstanding any other provision of these Articles, if this Corporation shall become a private foundation as defined in Section 509 of the Code, during the period it is such a private foundation, the Corporation:

- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) thereof;
- (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;
- (d) shall not make any investment in such manner as to subject it to tax under Section 4944 thereof; and
- (e) shall not make any taxable expenditures as defined in Section 4945(d) thereof.
- (12) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (unless such members are qualified organizations), directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- (13) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (14) The Corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (15) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, educational or religious purposes to the Publicly-Supported Organization this Corporation is controlled by during the year it is dissolved, or to a philanthropic fund which comprises a part of said Publicly-Supported Organization. If such organization is not a qualified organization, the assets of the Corporation shall be distributed to such qualified organization or organizations which are (i) organized and operated for the purposes described in paragraph 9 hereof and/or (ii) supported by the Publicly-Supported Organization, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Circuit Court in the county in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said Court shall determine.

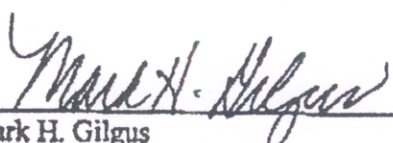
In affirmation of the facts stated above,

Signed by Incorporator:

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

AUG 09 2000

Rebecca McDowell COK
SECRETARY OF STATE


Mark H. Gilgus